

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	)	Case No. 12-12020 (MG)
	)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	)	Chapter 11
	)	
Debtors.	)	Jointly Administered
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**AFFIDAVIT OF DISINTERESTEDNESS**

STATE OF CALIFORNIA

ss:

COUNTY OF LOS ANGELES

I, Keith Ameele, being duly sworn, upon his/her oath, deposes and says:

1. I am a partner of Foley & Mansfield, PLLP, located at 300 South Grand Avenue, Suite 2800, Los Angeles, CA 90071 (the "Firm").
2. The above-captioned debtors and debtors-in-possession (each a "Debtor" and collectively the "Debtors") have requested that the Firm provide legal services to the Debtors, and the Firm has consented to provide such services.
3. The Firm may have performed services in the past, may currently perform services, and may perform services in the future, in matters unrelated to the above-captioned cases (the "Chapter 11 Cases"), for persons that are parties-in-interest in the Debtors' Chapter 11 Cases. The Firm does not perform services for any such person in connection with these Chapter 11 Cases, or have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

4. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants, and parties in interest in these Chapter 11 Cases,

5. Neither I nor any principal of, or professional employed by, the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principal and regular employees of the Firm.

6. Neither I nor principal of, or professional employed by, the Firm, insofar as I have been able to ascertain, holds, or represents any interest adverse to the Debtors or their estates with respect to the matter(s) upon which this Firm is to be employed.

7. The Debtors owe the Firm **\$7,427.43** for prepetition services, the payment of which is subject to limitations contained in the United States Bankruptcy Code, 11 U.S.C. § 101, et seq.

8. As of the Petition Date, the Firm was not party to an agreement for indemnification with certain of the Debtors.


9. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.

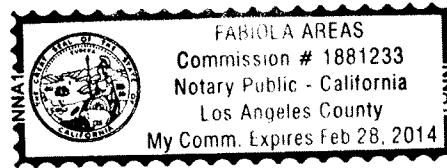
Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Executed on September <sup>25</sup>\_\_\_\_, 2012

  
\_\_\_\_\_  
Keith Ameele

Sworn to and subscribed before me  
this 25 day of September, 20112

  
Notary Public



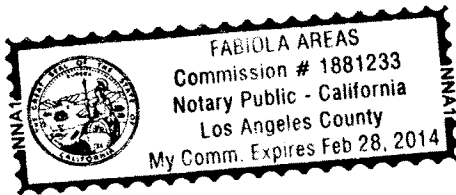
## CALIFORNIA JURAT WITH AFFIANT STATEMENT

- ☒ See Attached Document (Notary to cross out lines 1–6 below)  
☐ See Statement Below (Lines 1–5 to be completed only by document signer[s], *not* Notary)

1 \_\_\_\_\_  
2 \_\_\_\_\_  
3 \_\_\_\_\_  
4 \_\_\_\_\_  
5 \_\_\_\_\_  
6 \_\_\_\_\_  
Signature of Document Signer No. 1 [Signature] Signature of Document Signer No. 2 (if any) \_\_\_\_\_

State of California

County of Los Angeles



Place Notary Seal and/or Stamp Above

Subscribed and sworn to (or affirmed) before me

on this 25 day of September, 2012,  
by Date Month Year

(1) Keith Ameele  
Name of Signer

proved to me on the basis of satisfactory evidence  
to be the person who appeared before me (.) (.)  
(and

(2) \_\_\_\_\_  
Name of Signer

proved to me on the basis of satisfactory evidence  
to be the person who appeared before me.)

Signature [Signature]  
Signature of Notary Public

### OPTIONAL

*Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.*

#### Further Description of Any Attached Document

Title or Type of Document: Affidavit of Disinterestedness

Document Date: 9/25/12 Number of Pages: 3

Signer(s) Other Than Named Above: \_\_\_\_\_

RIGHT THUMBPRINT  
OF SIGNER #1  
Top of thumb here

RIGHT THUMBPRINT  
OF SIGNER #2  
Top of thumb here

*In re Residential Capital, LLC*, et al.  
Chapter 11 Case No. 12-12020 (MG)

RETENTION QUESTIONNAIRE<sup>1</sup>

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY RESIDENTIAL CAPITAL,  
LLC, et al. (the “Debtors”)

THIS QUESTIONNAIRE WILL BE FILED WITH THE COURT ON YOUR BEHALF.  
PLEASE REMIT IT TO THE FOLLOWING ADDRESS:

Morrison & Foerster LLP  
1290 Avenue of the Americas  
New York, New York 10104  
Attn: Norman S. Rosenbaum and Jordan A. Wishnew

All questions **must** be answered. Please use “none,” “not applicable,” or “N/A,” as appropriate.  
If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

Foley & Mansfield, PLLP  
300 South Grand Avenue  
Suite 2800  
Los Angeles, CA 90071  
213-283-2100

2. Date of original retention: March 11, 2011

3. Brief description of legal services to be provided:

Litigation counsel representing ETS in defense of case

4. Arrangements for compensation (hourly, contingent, etc.)

(a) Average hourly rate (if applicable): \$275

(b) Estimated average monthly compensation (based on prepetition retention if  
firm was employed prepetition):

\$1500

5. Prepetition claims against any of the Debtors held by the firm: None

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<sup>1</sup> All amounts are either owing in U.S. Dollars or have been converted to U.S. Dollars based upon the applicable exchange rate in effect on the Petition Date.

Amount of claim: \_\_\_\_\_

Date claim arose: \_\_\_\_\_

Source of claim: \_\_\_\_\_

6. Prepetition claims against any of the Debtors held individually by any member, associate, or professional employee of the firm: None

Name: \_\_\_\_\_

Status: \_\_\_\_\_

Amount of Claim: \_\_\_\_\_

Date claim arose: \_\_\_\_\_

Source of Claim: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

7. Stock of any of the Debtors currently held by the firm: None

Kind of shares: \_\_\_\_\_

No. of shares: \_\_\_\_\_

8. Stock of any of the Debtors currently held individually by any member, associate, or professional employee of the firm:

Name: \_\_\_\_\_

Status: \_\_\_\_\_

\_\_\_\_\_

Kind of shares: \_\_\_\_\_

No. of shares: \_\_\_\_\_

9. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

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10. Amount of any retainer received from the Debtors held by the firm:

(a) As of May 14, 2012: None

(b) Balance remaining after application to invoices due and owing  
prior to May 14, 2012:



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Name: Keith Ameele

Title: Partner